

United States Bankruptcy Court
Northern District of California

In re **John Frederick Dixon**,
 Debtor

Case No. **09-11851**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	1,191,241.50		
B - Personal Property	Yes	9	10,022,207.21		
C - Property Claimed as Exempt	Yes	2			
D - Creditors Holding Secured Claims	Yes	2		16,696,203.12	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	31		19,855,732.46	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	Yes	1			6,724.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			13,517.00
Total Number of Sheets of ALL Schedules		51			
Total Assets			11,213,448.71		
Total Liabilities				36,551,935.58	

United States Bankruptcy Court
Northern District of California

In re John Frederick Dixon,
 Debtor

Case No. 09-11851

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- ☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Residence 300 Palm Avenue Kentfield, CA	Tenant-in-Common Interest (50%)	J	875,000.00	1,173,017.11
Single Family Rental 735 E. Bogie Drive Post Falls, ID	Tenant-in-Common Interest (50%)	J	91,021.50	98,660.87
Single Family Rental 2674 W. Tours Coeur D-Alene, ID	Tenant-in-Common Interest (50%)	J	115,260.00	131,720.14
Single Family Rental 8606 W. Woodvine Drive Hayden, ID	Tenant-in-Common Interest (50%)	J	109,960.00	0.00

Sub-Total > **1,191,241.50** (Total of this page)

Total > **1,191,241.50**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

Case: 09-11851 Doc# 10 Filed: 06/26/09 Entered: 06/26/09 16:41:09 Page 3 of 73

In re **John Frederick Dixon**Case No. **09-11851**

Debtor(s)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
1. Cash on hand.		Cash	H	\$18.00
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		John F. Dixon Prima Checking Act. #16918-68127 Bank of America Greenbrae Branch P.O. Box 37176 San Francisco, CA 94137-0176	H	\$1,541.52
		John F. Dixon Cash Maximizer Acct. #16914-69572 Bank of America Money Market Greenbrae Branch P.O. Box 37176 San Francisco, CA 94137-0176	H	\$40,095.01
		Mary Beth and John F. Dixon Prima Checking Acct. #16918-68344 Bank of America Greenbrae Branch P.O. Box 37176 San Francisco, CA 94137-0176	J	\$41,319.14*
		John F. and Mary Beth Dixon Stagecoach Checking Acct. #053-9386193 Wells Fargo Bank 100 Bon Air Shopping Center Greenbrae, CA 94904	J	\$1.81
		John F. and Mary Beth Dixon Custom Mgmt. Checking Acct. #298-5338066 Wells Fargo Bank 100 Bon Air Shopping Center Greenbrae, CA 94904	J	\$1,000.00

* Check for \$44.45 inadvertently cleared after filing.

In re **John Frederick Dixon**
DebtorCase No. **09-11851**
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
		Mary Beth and John F. Dixon Rental Deposit Account #16910-70988 Bank of America Money Market Greenbrae Branch PO Box 37176 San Francisco, CA 94137-0176	J	\$4,575.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Office Lease 851 Irwin Street LLC c/o American Realty & Development 851 Irwin Street, Suite 200 San Rafael, CA 94901	H	\$3,900.00
4. Household goods and furnishings, including audio, video, and computer equipment.		Miscellaneous goods and furnishings located at 300 Palm Avenue Kentfield, California	J	\$2,500.00
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.		Miscellaneous located at 300 Palm Avenue Kentfield, California	J	\$500.00
		Rolltop desk located in Carefree, Arizona	H	Unknown
6. Wearing apparel.		Miscellaneous clothing	H	\$1,500.00
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.		Windsurfing gear, ski equipment, golf clubs (all more than 4 years old), 3 year old camera	H	\$100.00
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		United of Omaha Life Insurance #BU1225080 (Value of \$21,134 on 5/28/2010)	H	\$21,134.00
		Group Health Insurance policy, Anthem/Blue Cross, Group number 1248YA (NCM Management, Ltd). Prepaid to NCM Management Ltd. (6 months at \$1,411.32 per month)	H	\$8,466.00
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			

In re **John Frederick Dixon**
DebtorCase No. **09-11851**

(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.		IRA Rollover Account #2873-2979 Charles Schwab & Co. 101 Montgomery Street San Francisco, CA 94104	H	\$1,131,718.44
		IRA Account #005331770002 FiServe Investment Services 717 17th Street, Suite 1700 Denver, CO 80217	H	\$32,526.04
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		John F. Dixon Schwab Account #2876-4030 Dow Chemical Co. stock (3,747 shares) and cash held in account Charles Schwab & Co. 101 Montgomery Street San Francisco, CA 94104	H	\$64,683.09
		John F. and Mary Beth Dixon Tenants in Common Schwab Account #7202-5670 Charles Schwab & Co. 101 Montgomery Street San Francisco, CA 94104	J	\$40.48
		14,424 Shares in U.S. Treasury Trust Acct. #6230007340 c/o California Investment Trust Fund Group 44 Montgomery Street, Suite 2100 San Francisco, CA 94104	C	\$14,424.57
		Stock interest in Tiburon Capital Corporation Tiburon Capital Corporation 180 Sansome Street, 11th Floor San Francisco, CA 94104	H	Unknown
		Membership interest in Tiburon Capital LLC Tiburon Capital LLC 180 Sansome Street, 11th Floor San Francisco, CA 94104	H	Unknown
		Stock interest in TCL New Jersey Corp. (200 shares) TCL New Jersey Corp. 180 Sansome Street, 11th Floor San Francisco, CA 94104	H	Unknown
		Stock interest in TCL Florida Corp. (200 shares) TCL Florida Corp. 180 Sansome Street, 11th Floor San Francisco, CA 94104	H	Unknown

In re **John Frederick Dixon**
DebtorCase No. **09-11851**
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
14. Interests in partnerships or joint ventures. Itemize.		See Attachment B-14	-	Unknown
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Promissory Note made by Tiburon Capital Corporation (Bridge Loans) \$8,527,226 owed as of 6/19/2009 Tiburon Capital Corporation 180 Sansome Street, 11th Floor San Francisco, CA 94104	H	\$8,527,226.00
		Monthly social security \$1,865/mo.	H	Unknown
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Claims against entities and individuals under Contribution, Indemnity and Pledge Agreement	-	Unknown
		Federal Tax Refund		\$300.00
		Colorado State Refund		\$56.00
22. Patents, copyrights, and other intellectual property. Give particulars.	X			

In re **John Frederick Dixon**
DebtorCase No. **09-11851**

(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2003 Acura 3.2CL	H	\$8,865.00
		1993 Toyota Camry Wagon	J	\$1,200.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.		Aircraft Hangar, Novato, CA	H	\$20,000.00
28. Office equipment, furnishings, and supplies.		Gateway FX530XG computer and fax/printer purchased in 2007 located at 300 Palm Avenue, Kentfield, CA	H	\$250.00
		Dell Latitude X200 Computer purchased in 2002 and located at 300 Palm Avenue, Kentfield, California	H	\$50.00
		Dell XPS410 computer and HP Laserjet 1520 printer purchased in 2007, Fujitsu scanner purchased in 2004, Canon B740 fax purchased in 2003, Konica 3135 photocopier purchased in 1995, typewriter, desk and 3 chairs, 3 file cabinets, credenza and 2 bookshelves all located at 851 Irwin Street, Suite 302, San Rafael, CA	H	\$3,500.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			

In re **John Frederick Dixon**
DebtorCase No. **09-11851**

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
35. Other personal property of any kind not already listed. Itemize.		Timeshare Condominium Playa Linda Beach Resort L.G. Smith Blvd. 87 Oranjestat, Aruba	J	Unknown
		Prepaid Rent Gnoss Field Hangar Tiedown 6 mos @ \$143/mo Marin County Airport c/o Ken Robbins 451-A Airport Road Novato, CA 94945	H	\$858.00
		Prepaid Office Rent Irwin Street Office 9 mos. @597.20/mo	H	\$5,375.00
		Retainer with Wendel, Rosen, Black & Dean LLP 1111 Broadway, 24th Floor Oakland, CA 94607	H	\$81,769.11
		Prepaid retainer to Bachecki, Crom & Company, LLP 180 Montgomery Street, Suite 2340 San Francisco, CA 94104	H	\$3,071.00
			Total >	\$10,022,207.21

(Report also on Summary of Schedules)

Attachment B-14

Type of Property	None	Description and Location	Husband, Wife, Joint or Community	Current value of Debtor's Interest in property, without deducting any secured claim or exemption.
14. Interests in partnerships or joint ventures. Itemize.		NCM Aspenwood Associates, L.P. (0.25 Unit interest) NCM Aspenwood Associates, L.P. c/o NCM Management Ltd. 180 Sansome Street, 11th Floor San Francisco, CA 94104	H	Unknown
14. [Continued]		PMG 1982-8 Housing Partners, L.P. (0.25 Unit interest) PMG 1982-8 Housing Partners c/o PMG Properties 22055 Clarendon Street Woodland Hills, CA 91367	H	Unknown
14. [Continued]		PMG 1984-4 Housing Partners, L.P. (0.25 Unit interest) PMG 1982-8 Housing Partners c/o PMG Properties 22055 Clarendon Street Woodland Hills, CA 91367	H	Unknown
14. [Continued]		TCC Carefree Development LLC (2.0 Unit interest) TCC Carefree Development LLC c/o Tiburon Capital Corporation 180 Sansome Street, 11th Floor San Francisco, CA 94104	H	\$0

Attachment B-14

Type of Property	None	Description and Location	Husband, Wife, Joint or Community	Current value of Debtor's Interest in property, without deducting any secured claim or exemption.
14. [Continued]		TCC Resort Partners, L.P. (14.52 Unit interest) TCC Resort Partners, L.P. c/o Tiburon Capital Corporation 180 Sansome Street, 11th Floor San Francisco, CA 94104	H	\$0
14. [Continued]		TCC Union Square, L.P. (1.5 Unit interest) TCC Union Square, L.P. c/o Tiburon Capital Corporation 180 Sansome Street, 11th Floor San Francisco, CA 94104	H	Unknown
14. [Continued]		Tiburon Main Gate, LLC (1.0 Unit interest) Tiburon Main Gate, LLC c/o Tiburon Capital Corporation 180 Sansome Street, 11th Floor San Francisco, CA 94104	H	Unknown
14. [Continued]		Tiburon Shores LLC (2.0 Unit interest) Tiburon Shores LLC c/o Tiburon Capital Corporation 180 Sansome Street, 11th Floor San Francisco, CA 94104	H	[Unknown]

Attachment B-14

Type of Property	None	Description and Location	Husband, Wife, Joint or Community	Current value of Debtor's Interest in property, without deducting any secured claim or exemption.
14. [Continued]		Tiburon Swan Way LLC (24% interest) Tiburon Swan Way LLC 180 Sansome Street, 11th Floor San Francisco, CA 94104	H	\$0

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE C - PROPERTY CLAIMED AS EXEMPTDebtor claims the exemptions to which debtor is entitled under:
(Check one box)☐ 11 U.S.C. §522(b)(2)☒ 11 U.S.C. §522(b)(3)☒ Check if debtor claims a homestead exemption that exceeds \$136,875.

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
<u>Real Property</u>			
<u>Residence</u> 300 Palm Avenue Kentfield, CA	C.C.P. § 704.730	150,000.00	1,750,000.00
<u>Household Goods and Furnishings</u>			
Miscellaneous goods and furnishings located at 300 Palm Avenue Kentfield, California	C.C.P. § 704.020	2,500.00	2,500.00
<u>Wearing Apparel</u>			
Miscellaneous clothing	C.C.P. § 704.020	1,500.00	1,500.00
<u>Interests in Insurance Policies</u>			
United of Omaha Life Insurance #BU1225080 (Value of \$21,134 on 5/28/2010)	C.C.P. § 704.100	21,134.00	21,134.00
<u>Interests in IRA, ERISA, Keogh, or Other Pension or Profit Sharing Plans</u>			
IRA Rollover Account #2873-2979 Charles Schwab & Co. 101 Montgomery Street San Francisco, CA 94104	11 U.S.C. § 522(b)(3)(C)	1,093,490.00	1,131,718.44
IRA Account #005331770002 FiServe Investment Services 717 17th Street, Suite 1700 Denver, CO 80217	11 U.S.C. § 522(b)(3)(C)	23,885.00	32,526.04
<u>Other Liquidated Debts Owning Debtor Including Tax Refund</u>			
Monthly social security \$1,865/mo. (Not property of the estate)	42 U.S.C.A. § 407 Not property of the estate	1,865.00	Unknown
<u>Automobiles, Trucks, Trailers, and Other Vehicles</u>			
2003 Acura 3.2CL	C.C.P. § 704.010	2,550.00	8,865.00
<u>Office Equipment, Furnishings and Supplies</u>			
Gateway FX530XG computer and fax/printer purchased in 2007 located at 300 Palm Avenue, Kentfield, CA	C.C.P. § 704.060	250.00	250.00
Dell Latitude X200 Computer purchased in 2002 and located at 300 Palm Avenue, Kentfield, California	C.C.P. § 704.060	50.00	50.00

In re John Frederick Dixon

Case No. 09-11851

Debtor

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT
(Continuation Sheet)

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Dell XPS410 computer and HP Laserjet 1520 printer purchased in 2007, Fujitsu scanner purchased in 2004, Canon B740 fax purchased in 2003, Konica 3135 photocopier purchased in 1995, typewriter, desk and 3 chairs, 3 file cabinets, credenza and 2 bookshelves all located at 851 Irwin Street, Suite 302, San Rafael, CA	C.C.P. § 704.060	3,500.00	3,500.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. xxxxxx8872			3/22/1996					
CitiMortgage P.O. Box 790012 Saint Louis, MO 63179-0012	X	-	First Mortgage Residence 300 Palm Avenue Kentfield, CA				173,017.11	0.00
			Value \$ 1,750,000.00					
Account No. xxxxxx8637			6/24/2005					
JP Morgan Chase Bank, N.A. P.O. Box 24696 Columbus, OH 43224	X	-	First Mortgage Single Family Rental 735 E. Bogie Drive Post Falls, ID				98,660.87	0.00
			Value \$ 182,043.00					
Account No. xxxxxx8070			6/8/2005					
JP Morgan Chase Bank, N.A. P.O. Box 24696 Columbus, OH 43224	X	-	First Mortgage Single Family Rental 2674 W. Tours Coeur D-Alene, ID				131,720.14	0.00
			Value \$ 230,520.00					
Account No. xxxxxx0031			Personal Guaranty Attachments: 1) 300 Palm Avenue; 2) IRA Account @ Schwab; 3) Individual Acct. @ Schwab; 4) Wells Fargo Community Property Accts.; 5) Wells Fargo Separate Property Accts.	X		X	15,292,805.00	15,292,805.00
ORIX Capital Markets, LLC Attn: Loan Servicing 1717 Main Street 14th Floor Dallas, TX 75201	X	-	Value \$ 0.00					
Subtotal (Total of this page)							15,696,203.12	15,292,805.00

1 continuation sheets attached

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No. xxx xxx9727	X	-	10/10/2005					
Wells Fargo Bank, N.A.			Home equity line of credit					
P.O. Box 4233			Residence					
Portland, OR 97208-4233			300 Palm Avenue					
			Kentfield, CA					
			Value \$ 1,750,000.00				1,000,000.00	0.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

1,000,000.00**0.00**

Total

16,696,203.12**15,292,805.00**

(Report on Summary of Schedules)

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Liability of Carefree Mule Train Ventures, LLC				
Adams Street Partners, Ltd. c/o Mr. Kenneth Kubiesa 105 South York Street Suite 250 Elmhurst, IL 60126						X	0.00
Account No.			Liability of Carefree Mule Train Ventures, LLC				
Robert B. and Deborah A. Anderson 154 West 5th Street Unit 256 Tempe, AZ 85283						X	0.00
Account No.			Liability of Carefree Mule Train Ventures, LLC				
Jennifer A. K. Andres 2541 SW Sherwood Drive Portland, OR 97201						X	0.00
Account No.			Liability of Carefree Mule Train Ventures, LLC				
Robert W. G. and Susan E. Andrew 142 Cormorant Dr. Steilacoom, WA 98388						X	0.00
Subtotal (Total of this page)							0.00

30 continuation sheets attached

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Liability of Carefree Mule Train Ventures, LLC				0.00
James A. and Marilyn A. Attinger 102 W. Victoria Square Phoenix,, AZ 85013						X	
Account No.			Liability of Carefree Mule Train Ventures, LLC				0.00
Ali and Roshi Azar 9885 East Davenport Drive Scottsdale, AZ 86260						X	
Account No.			Liability of Carefree Mule Train Ventures, LLC				0.00
James and Kim Balaschak 210 West Washington Square Unit 10NW Philadelphia, PA 19106						X	
Account No.		-	Obligations pursuant to Contribution, Indemnity and Pledge Agreement	X	X	X	Unknown
Laura A. Ball 180 Sansome Street, 11th Floor San Francisco, CA 94104							
Account No.		-	Liability of Tiburon Capital Corporation				0.00
Laura A. Ball 180 Sansome Street, 11th Floor San Francisco, CA 94104						X	
Sheet no. <u>1</u> of <u>30</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. xx-xxxxxxx and xx-xxx5802 Barclays Capital Real Estate, Inc. Attn: Lori Rung/CMBS Servicing 200 Park Avenue New York, NY 10166	X -	4/25/2006 "Carve Out" Guaranty	X		X	Unknown
Account No. Daniel R. and Deirdre Barnas 22 Orchard Place Hinsdale, IL 60521		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Beach Bar, LLC c/o Sondra Garry, Manager 19475 N. Grayhawk Drive, #1037 Scottsdale, AZ 85255		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Bella Carefree 13B, LLC c/o Mrs. Gail Grandis 4864 Triwood Drive Commerce Township, MI 48382		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Bella Carefree 13D, LLC c/o Mrs. Gail Grandis 4864 Triwood Drive Commerce Township, MI 48382		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 2 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	Husband, Wife, Joint, or Community	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Milena Belloni 214 Baltimore Corte Madera, CA 94925		Liability of Tiburon Capital Corporation	-				X	0.00
Account No. Robert J. Binder, MD 6 Dorothy Place Berkeley, CA 94705		Liability of Carefree Mule Train Ventures, LLC					X	0.00
Account No. Robert J. and Deborah Binder 6 Dorothy Place Berkeley, CA 94705		Liability of Carefree Mule Train Ventures, LLC					X	0.00
Account No. William and Elizabeth Bint 4519 Norquay Drive NW Calgary Alberta T2K2K9 CANADA		Liability of Carefree Mule Train Ventures, LLC					X	0.00
Account No. Brandywood Investments, LLC c/o Mr. Michael Huth 7139 Sugarwood Road NE Canton, OH 44721		Liability of Carefree Mule Train Ventures, LLC					X	0.00
Sheet no. 3 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)		0.00	

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Bressler, Amery & Ross, P.C. 325 Columbia Turnpike 3rd Floor Florham Park, NJ 07932	-	Legal fees				418,037.46
Account No. Drew and Karen Brown 5290 Huron Hills Drive Commerce Township, MI 48382		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Richard M. Campbell 1310 Bay Street Alameda, CA 94501		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Richard M. Campbell, Trustee Josephine A. Campbell Bypass Trust DTD 10/4/07 UTD 3/11/05 1310 Bay Street Alameda, CA 94501		Liability of Carefree Note LLC			X	0.00
Account No. Richard M. Campbell, Trustee Krieger-Campbell, Inc. Profit Sharing Plan 1310 Bay Street Alameda, CA 94501		Liability of Carefree Note LLC			X	0.00
Sheet no. 4 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 418,037.46

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Minvel and Olivia Cannon 2910 Shaw Road Melber, KY 42069		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Carefree Conference Resort Home Owners Association c/o Mr. John Tremper, President P.O. Box 3764 Seattle, WA 98124	-	Contingent Liability of TCC Carefree Development, LLC			X	0.00
Account No. Carefree SS LLC c/o Mr. Rob Dubs 16 Lakeside Dr. South Barrington, IL 60010		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Jay Carlson N. 6450 1323rd Street Prescott, WI 54021		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Angela Ciriello 411 Bellevue Avenue Yonkers, NY 10703		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 5 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Salvatore and Ann Ciriello 36 Hilltop Drive No. Salem, NY 10560		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Citadel Carefree LLC c/o David C. and Sandra I. Asheim 300 Beale St., #608 San Francisco, CA 94105		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. City of Long Branch Attn: Mr. Howard Woolley Municipal Building 344 Broadway Long Branch, NJ 07740	X -	3/20/2007 Personal Guaranty	X		X	3,400,000.00
Account No. Samuel and Nancy Conforti 2 Plymouth Court Lincolnshire, IL 60069		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Jeffrey H. Congdon 3675 Washington Street San Francisco, CA 94118		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 6 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 3,400,000.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. John P. and JoAnn G. Congdon 1731 Kearney Street Denver, CO 80220		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Caralee Cowen, Trustee 2005 Caralee Cowen Revocable Trust DTD 9/23/05 412 Wovenwood Orinda, CA 94563		Liability of Carefree Note LLC			X	0.00
Account No. Barry R. and Kay L. Crawford 1069 Fairmont Avenue St. Paul, MN 55105		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Christopher I. Cruz 103 East Merritt Drive Poquoson, VA 23662		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Parvez and Kathy Dara 527 Fielders Lane Town River, NJ 08755		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 7 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Steve Denenberg 656 N. 56 Street Omaha, NE 68132		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Thomas R. and Julia Denniston Co-Trustee The Denniston 2005 Trust dated 3/11/2005 51 Stonecastle Court Alamo, CA 94507		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Sandeep Desai, Trustee Ramona Desai, Trustee The Desai 2005 Living Trust 1138 Cameo Drive Campbell, CA 95008		Liability of Carefree Note LLC			X	0.00
Account No. William R. Dixon III and Milena Belloni 214 Baltimore Avenue Corte Madera, CA 94925	-	Liability of Tiburon Capital Corporation			X	0.00
Account No. William R. Dixon III 214 Baltimore Avenue Corte Madera, CA 94925	-	Liability of Tiburon Capital Corporation			X	0.00
Sheet no. 8 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		Liability of TCC Swan Way, LLC				
William R. Dixon III 214 Baltimore Avenue Corte Madera, CA 94925	-				X	0.00
Account No.		Obligations pursuant to Contribution, Indemnity and Pledge Agreement	X	X	X	
William R. Dixon, Jr. 180 Sansome Street, 11th Floor San Francisco, CA 94104	-					Unknown
Account No.		Liability of Tiburon Capital Corporation				
Ruth B. Dixon 515 Hillcrest Road Midland, MI 48640	-				X	0.00
Account No.		Liability of TCC Swan Way, LLC				
Ruth B. Dixon 515 Hillcrest Road Midland, MI 48640	-				X	0.00
Account No.		Liability of Carefree Mule Train Ventures, LLC				
James J. and Janet Dongarra 9060 Lancaster Lane Woodridge, IL 60517					X	0.00
Sheet no. 9 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Herbert T. and Ann H. Dotterer 413 Deframe Court Golden, CO 80401			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Robert C. and Judith A. Duvall 10129 Parley Drive Tampa, FL 33626			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Alfredo A. Fernandez 1335 Larkin Street San Francisco, CA 94109			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. xx-xxxx790-3 First Republic Bank Attn: Mr. Brian Plotner 111 Pine Street, 3rd Floor San Francisco, CA 94104	X	-	9/18/2003 Revolving Line of Credit			X	1,500,000.00
Account No. Franchise Tax Board Bankruptcy Unit P.O. Box 2952 Sacramento, CA 95812-2952		-	For Notice Purposes Only				0.00
Sheet no. 10 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 1,500,000.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Paul and Helen Gauvreau 4483 RFD Long Grove, IL 60047			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Jack E. and Carole M. Giannini 21513 Meadowlark Kildeer, IL 60047			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Jack M. and Gina M. Giannini 22386 Fastail Drive Kildeer, IL 60047			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. James and Diane Gilbert 10229 White Tail Drive Oakdale, CA 95361			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. John T. and Kathleen M. Giovanola 1741 Nomark Court San Jose, CA 95125			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 11 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="text-align: right;"> Subtotal (Total of this page) </div>							0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. David M. Greenberg Pension 45 Norman Way Belvedere Tiburon, CA 94920	-	Liability of Tiburon Capital Corporation			X	0.00
Account No. Greenberg Trust 45 Norman Way Tiburon, CA 94920	-	Liability of Tiburon Capital Corporation			X	0.00
Account No. Steven and Sharon Greenberg 820 West Jackson Boulevard Suite #310 Chicago, IL 60607		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Wayne M. Greenholtz 8100 E. Camelback Road, #71 Scottsdale, AZ 85251		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Fred and Janet J. Gutierrez 400 Cherry Street San Bruno, CA 94066		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 12 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="float: right;"> Subtotal (Total of this page) </div>						0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Rose Marie Hansen 910 Ridge Drive Concord, CA 94518		Liability of Carefree Note LLC			X	0.00
Account No. George L. Hanseth, JTWROS Valerie Hanseth, JTWROS 61704 Broken Top Drive Bend, OR 97702		Liability of Carefree Note LLC			X	0.00
Account No. Keith Harrell 8374 Market Street #504 Bradenton, FL 34202		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. David and Karen Hartung 1880 Brittany Road Hastings, MN 55033		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Michael and Mary Hartung 6706 129th Street, West Apple Valley, MN 55124		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 13 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="float: right;"> Subtotal (Total of this page) </div>						0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Lon D. and Rebecca O. Haskew P.O. Box 948 Orinda, CA 94563		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Kevin Heaney 851 Irwin Street, Suite 302 San Rafael, CA 94901	H	Office sublease security deposit				780.00
Account No. Shelly D. Helberg, Trustee 4722 High Oaks Toledo, OH 43623		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Timothy H. and Jean C. Hughes 214 LaGrande Drive Cranberry Township, PA 16066		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Internal Revenue Service Special Procedures Section 1301 Clay Street, Stop 1400S Oakland, CA 94612-5210	-	For Notice Purposes Only				0.00
Sheet no. 14 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 780.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Herbert J. Jaffe 180 Sansome Street, 11th Floor San Francisco, CA 94104		-	Obligations pursuant to Contribution, Indemnity and Pledge Agreement	X	X	X	Unknown
Account No. Herbert J. Jaffe, Trustee Herbert Jaffe and Carole Lewis Jaffe 2006 Trust 29 Parker Avenue San Francisco, CA 94118			Liability of Carefree Note LLC			X	0.00
Account No. George L. Jenkins P.O. Box 1008 Columbus, OH 43216			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Richard R. and Mary J. Jensen 22906 Roland Cutoff Road Roland, AR 72135			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. William Johnson 300 Palm Avenue Kentfield, CA 94904	X	-	Rental security deposit				875.00
Sheet no. 15 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 875.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		Liability of Carefree Mule Train Ventures, LLC				
F. Theresa Jones 205 Boughey Street Traverse City, MI 49684					X	0.00
Account No. xxxx1231		6/26/2007 Personal Guaranty				
JP Morgan Chase Bank, N.A. CRE Loan Administration 201 N. Central Avenue AZ1-1240 Phoenix, AZ 85004	X -		X	X		13,300,000.00
Account No.		Liability of Carefree Mule Train Ventures, LLC				
Pamela J. and Stephen E. Kairies Co-Trustee Pamela J. Kairies Trust dated 11/9/1994 6801 W-83rd Street Bloomington, MN 55438					X	0.00
Account No.		Liability of Carefree Mule Train Ventures, LLC				
Abolhasan and Nasrin Keshmiri 309 Yoakum Parkway, #401 Alexandria, VA 22304					X	0.00
Account No.		Liability of Carefree Mule Train Ventures, LLC				
Michael J. & Lynn E. Klotz 73 Mahogany Run Pittsford, NY 14534					X	0.00
Sheet no. 16 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						13,300,000.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Michael and Valerie Krahe 6324 Stonebrook Drive Fairview, PA 16415		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Michael S. LaFratta N9187 East Shore East Troy, WI 53120		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Peter Y. & Kathleen Jane Lai 7301 Stonegate Drive Modesto, CA 95356		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. xxx2107 Legacy Bank Attn: Mr. Julian L. Fruhling, President 15100 N. 78th Way, Suite 101 Scottsdale, AZ 85260	X -	8/9/2007 Personal Guaranty	X	X		1,230,000.00
Account No. Lewis & Lewis 851 Irwin Street, Suite 302 San Rafael, CA 94901	H	Office sublease security deposit				1,560.00
Sheet no. 17 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 1,231,560.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Carole L. Lewis 29 Parker Avenue San Francisco, CA 94118		Liability of Tiburon Capital Corporation -			X	0.00	
Account No. Daniel W. and Karen M. Lewis 1742 NW 122nd Lane Coon Rapids, MN 55448		Liability of Carefree Mule Train Ventures, LLC			X	0.00	
Account No. Bruce and Kristin Liley 3610 Salerno Drive Reno, NV 89509		Liability of Carefree Mule Train Ventures, LLC			X	0.00	
Account No. Loras M. Lochmann P. O. Box 918 Alamo, CA 94507		Liability of Carefree Mule Train Ventures, LLC			X	0.00	
Account No. Sharon Lutosky P O Box 1147 Modesto, CA 95353		Liability of Carefree Mule Train Ventures, LLC			X	0.00	
Sheet no. 18 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Sergio F. and Joan Maini 1435 Baptist Church Road Yorktown Heights, NY 10598		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. John R. Manis, Trustee John R. and Francine A. Manis Family Trust dated 2/11/1983 61 Bayview Avenue Larkspur, CA 94939		Liability of Carefree Note LLC			X	0.00
Account No. Joseph A. and Sheila P. Mark Trustees, Mark Family 1995 Revocable Trust Dated 6/13/1995 P.O. Box 3536 Carmel, CA 93921		Liability of Carefree Note LLC			X	0.00
Account No. Lynn Matson 3261 Governors Lane Commerce, MI 48390		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Herman E. Matthews 1212 W. 13th Street, Apt. J Austin, TX 78703		Liability of Carefree Note LLC			X	0.00
Sheet no. 19 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Stephen A. & Andrea McCue 6 Sunfish Lane Sunfish Lake, MN 55118			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Lucille Weeks Mellish, Trustee Survivor's Trust dated 11/14/2005 of the Mellish 1992 Living Trust 2241 Wellesley Street Palo Alto, CA 94306			Liability of Carefree Note LLC			X	0.00
Account No. Genevieve A. Miller P.O. Box 3517 Carefree, AZ 85377			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Denise Mills and Tim Reynolds 8606 North Woodvine Drive Hayden, ID 83835	X	-	Rental security deposit				1,400.00
Account No. Barbara Monro 117 Robinhood Drive San Francisco, CA 94127-1626		-	Liability of Tiburon Capital Corporation			X	0.00
Sheet no. 20 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="text-align: right;"> Subtotal (Total of this page) </div>							1,400.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Marsha Monro 1310 Jones Street, Apt. 902 San Francisco, CA 94109	-	Liability of Tiburon Capital Corporation			X	0.00
Account No. S.J. and B. Monro, Trustee Revocable Trust dated 9/29/1978 117 Robinhood Drive San Francisco, CA 94127-1626	-	Liability of Tiburon Capital Corporation			X	0.00
Account No. Morling & Company 44 Montgomery Street, Suite 1900 San Francisco, CA 94104	H	Office sublease security deposit				780.00
Account No. John S. Mueller, Trustee John S. Mueller Revocable Trust dated 8/11/82 11949 No. 80th Place Scottsdale, AZ 85260		Liability of Carefree Note LLC			X	0.00
Account No. Gary Nachman 9748 Fieldcrest Drive Omaha, NE 68114		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 21 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 780.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Govardhanan Nagaiah Sahana Badhey 6561 Glen Coe Drive Brecksville, OH 44141		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Antosh Nirmul 8912 E. Pinnacle Peak Road Scottsdale, AZ 85255		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Beverly Norris 1224 Glencrest Drive Heathrow, FL 32746		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. John and Catherine Pacini 5434 Corbin Troy, MI 48098		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Kelly L. Palmer 641 Windmill Lane Pleasanton, CA 94566		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 22 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Ketan Patel Tejal Patel 1044 Damsel Caroline Drive Lewisville, TX 75056			Liability of Carefree Note LLC			X	0.00
Account No. Nickolaos Polemarhakis 1122 Marina Drive Tarpon Springs, FL 34689			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Stewart W. & Sharon Quisling 711 Stewart Road Modesto, CA 95356			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. David Radler 5328 Nicholas Omaha, NE 68132			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Joseph C. and Maria J. Ramsdale 14186 E. Hampden Pl. Aurora, CO 80014			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 23 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="text-align: right;"> Subtotal (Total of this page) </div>							0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. William Rea 11 Harbour Lane, 6B Oyster Bay, NY 11771		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Haven A. and Paula M. Ready 2930 76th Avenue, S.E. Unit 203 Mercer Island, WA 98040		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Thomas D. & Jane B. Regnier 1205 Elmwood Avenue Orono, MN 55364		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Eleanor, Yvonne & Douglas Richardson 2674 West Tours Drive Coeur D Alene, ID 83814	X	Rental security deposit				2,300.00
Account No. Eric M. and Constance L. Roberts 300 Livorna Heights Road Alamo, CA 94507		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 24 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 2,300.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. William M. Robertson III 2020 Earlysville Road Earlysville, VA 22936			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Steven J. Rogers P.O. Box 6241 Santa Rosa, CA 95406			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. David and Ruth Rothgery 1802 Christina Way Prescott, AZ 86303			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. William & Barbara Schulz 1576 W. Rue James Place Palatine, IL 60067			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Sehwani Enterprises, Inc. c/o Mr. Davey Sehwani 9033 Rocky Lake Court Sarasota, FL 34238			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 25 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Arie Shnitzer, Trustee Shnitzer Family Trust 11784 E. Bloomfield Drive Scottsdale, AZ 85259			Liability of Carefree Note LLC			X	0.00
Account No. Steve and Karen Spiech 7824 Captains Landing Ct. Indianapolis, IN 46236			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Dennis and Nancy Stevens 53 Underwood Creek Lane Red Lodge, MT 59068			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. William and Jan Stevenson 5876 Timber Ridge Trail Madison, WI 53711			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Walter C. Stone III 17025 E. La Montana Dr., #103 Fountain Hills, AZ 85268			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 26 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			0.00	

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Liability of Carefree Mule Train Ventures, LLC				
Beverly A. Storms 9178 Breckenridge Lane Eden Prairie, MN 55347						X	0.00
Account No.			Liability of Carefree Mule Train Ventures, LLC				
Monte A. & Roseanna M. Swanberg 13324 Snowshoe Thompson Truckee, CA 96161						X	0.00
Account No.			Liability of Carefree Mule Train Ventures, LLC				
Ted C. Donovan Trust Dated 1/20/2000 P.O. Box 1316 Carefree, AZ 85377						X	0.00
Account No.			Liability of Carefree Note LLC				
Tim Thomas, Trustee Mads Aulum-Pedersen 2005 Testamentary Trust, FBO Alexandra Aulum-Pedersen P.O. Box 3234 Ketchum, ID 83340						X	0.00
Account No.			Liability of Carefree Mule Train Ventures, LLC				
LaNell S. & Ellen S. Topham 904 Foxcroft Lane Modesto, CA 95350						X	0.00
Sheet no. 27 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Scott and Jamie Traub 12 Bay Point Drive Toms River, NJ 08753			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Trumarket Properties, LLC c/o Mr. Mark Dundas 8237 East Lippizan Trail Scottsdale, AZ 85258			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Paul and Carol Van Henkelum W. 1797 Lake Road Mukwonago, WI 53149			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Raul L. and Miriam A. Vasquez Co-Trustee Vasquez Revocable Living Trust dated 12/6/2004 21 Augusta Court Alamo, CA 94507			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Edmond A. Veome, Jr. Jack S. Metzger 619 Mason Drive La Grange, IL 60525			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 28 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="text-align: right;"> Subtotal (Total of this page) </div>							0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. David E. Warmenhoven 14406 SE 144th Place Renton, WA 98059			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Edward Watts 1150 Chaparral Road Pebble Beach, CA 93953			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Michael F. and Anita M. Weise 14745 Stoney Creek Way Broomfield, CO 80020			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Justin Williams 1949 Jackson Street San Francisco, CA 94109			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No. Robert F. and Mary G. Wojtas 1249 Honeyhill Addison, IL 60101			Liability of Carefree Mule Train Ventures, LLC			X	0.00
Sheet no. 29 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="text-align: right;"> Subtotal (Total of this page) </div>							0.00

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
George B. Woodring, Jr. Living Trust 27 Grouse Hollow Road Meredith, NH 03253					X	0.00
Account No.						
John L. Wright 180 Sansome Street, 11th Floor San Francisco, CA 94104	-	Obligations pursuant to Contribution, Indemnity and Pledge Agreement	X	X	X	Unknown
Account No.						
James P. Wynne 2903 Royal Fox Drive St. Charles, IL 60174		Liability of Carefree Mule Train Ventures, LLC			X	0.00
Account No.						
Jeffrey R. Zimmer, Trustee Zimmer 2000 Living Trust 15 Tynan Way Portola Valley, CA 94028		Liability of Carefree Note LLC			X	0.00
Account No.						
Sheet no. 30 of 30 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						0.00
Subtotal (Total of this page)						0.00
Total (Report on Summary of Schedules)						19,855,732.46

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
851 Irwin Street, LLC c/o American Realty and Development 851 Irwin Street, Suite 200 San Rafael, CA 94901	Lease dated 2/25/2008 for office space located at 851 Irwin Street, Suite 302, San Rafael, CA 94901
Andreas and Marjorie Reich 735 E. Bogie Drive Post Falls, ID 83845	Lease dated 6/15/2009 for single family rental located at 735 E. Bogie Drive, Post Falls, ID 83845
Denise Mills and Tim Reynolds 8606 W. Woodvine Drive Hayden, ID 83835	Lease dated 8/01/2008 for single family rental located at 8606 W. Woodvine Drive, Hayden, ID 83835
Eleanor Richardson, Yvonne Richardson and Douglas Richardson 2674 West Tours Drive Coeur D Alene, ID 83814	Lease dated 6/13/2007 for single family rental located at 2674 West Tours Drive, Coeur d' Alene, ID 83814
Kevin Heaney 851 Irwin Street, Suite 302 San Rafael, CA 94901	Sublease dated 2/29/2008 for office space located at 851 Irwin Street, Suite 302, San Rafael, CA 94901
Lewis & Lewis 851 Irwin Street, Suite 302 San Rafael, CA 94901	Sublease dated 2/25/2008 for office space located at 851 Irwin Street, Suite 302, San Rafael, CA 94901
Marin County Airport Gross Field c/o Ken Robbins 451-A Airport Road Novato, CA 94945	Permit for rental of hangar space B-701 at Gross Field
Morling & Company Attn: Mr. Peter Ling 44 Montgomery Street Suite 1900 San Rafael, CA 94901	Sublease dated 2/19/2008 of office space located at 851 Irwin Street, Suite 302, San Rafael, CA 94901
Playa Linda Beach Resort L.G. Smith Blvd. 87 Oranjestat ARUBA	Timeshare interval interest. Suite 523/Week 37.
William R. Dixon, Jr., John L. Wright, Herbert J. Jaffe and Laura A. Ball 180 Sansome Street, 11th Floor San Francisco, CA 94104	Contribution, Indemnity and Pledge Agreement dated 2/28/2003

In re **John Frederick Dixon**Case No. **09-11851**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
David L. Orr 3110 Fairview Park Drive Suite 1100 Falls Church, VA 22042	City of Long Branch Attn: Mr. Howard Woolley Municipal Building 344 Broadway Long Branch, NJ 07740
David L. Orr and Orr Partners, LLC 3110 Fairview Park Drive Suite 1100 Falls Church, VA 22042	Barclays Capital Real Estate, Inc. Attn: Lori Rung/CMBS Servicing 200 Park Avenue New York, NY 10166
Mary Beth Dixon (spouse) 300 Palm Avenue Greenbrae, CA 94904	CitiMortgage P.O. Box 790012 Saint Louis, MO 63179-0012
Mary Beth Dixon (spouse) 300 Palm Avenue Greenbrae, CA 94904	Wells Fargo Bank, N.A. P.O. Box 4233 Portland, OR 97208-4233
Mary Beth Dixon (spouse) 300 Palm Avenue Greenbrae, CA 94904	JP Morgan Chase Bank, N.A. P.O. Box 24696 Columbus, OH 43224
Mary Beth Dixon (spouse) 300 Palm Avenue Greenbrae, CA 94904	JP Morgan Chase Bank, N.A. P.O. Box 24696 Columbus, OH 43224
Mary Beth Dixon (spouse) 300 Palm Avenue Greenbrae, CA 94904	Denise Mills and Tim Reynolds 8606 W. Woodvine Drive Hayden, ID 83835 50% of rental security deposit
Mary Beth Dixon (spouse) 300 Palm Avenue Greenbrae, CA 94904	Eleanor, Yvonne & Douglas Richardson 2674 West Tours Drive Coeur D Alene, ID 83814 50% of rental security deposit
Mary Beth Dixon (spouse) 300 Palm Avenue Greenbrae, CA 94904	William Johnson 300 Palm Avenue Kentfield, CA 94904 50% of rental security deposit
Mary Beth Dixon (spouse) 300 Palm Avenue Greenbrae, CA 94904	Denise Mills and Tim Reynolds 8606 North Woodvine Drive Hayden, ID 83835

In re **John Frederick Dixon**

Case No. **09-11851**

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
William R. Dixon, Jr. and Tiburon Ocean Place, LLC 180 Sansome Street, 11th Floor San Francisco, CA 94104	Barclays Capital Real Estate, Inc. Attn: Lori Rung/CMBS Servicing 200 Park Avenue New York, NY 10166
Herbert J. Jaffe and John L. Wright 180 Sansome Street 11th Floor San Francisco, CA 94104	JP Morgan Chase Bank, N.A. CRE Loan Administration 201 N. Central Avenue AZ1-1240 Phoenix, AZ 85004
Tiburon Capital LLC, William R. Dixon, Jr., John L. Wright and Herbert J. Jaffe 180 Sansome Street, 11th Floor San Francisco, CA 94104	First Republic Bank Attn: Mr. Brian Plotner 111 Pine Street, 3rd Floor San Francisco, CA 94104
William R. Dixon, Jr. 180 Sansome Street, 11th Floor San Francisco, CA 94104	ORIX Capital Markets, LLC Attn: Loan Servicing 1717 Main Street 14th Floor Dallas, TX 75201
William R. Dixon, Jr. 180 Sansome Street, 11th Floor San Francisco, CA 94104	Legacy Bank Attn: Mr. Julian L. Fruhling, President 15100 N. 78th Way, Suite 101 Scottsdale, AZ 85260
William R. Dixon, Jr. 180 Sansome Street, 11th Floor San Francisco, CA 94104	City of Long Branch Attn: Mr. Howard Woolley Municipal Building 344 Broadway Long Branch, NJ 07740

The column labeled "Spouse" must be completed in all cases filed by joint debtors and by every married debtor, whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. Do not state the name of any minor child. The average monthly income calculated on this form may differ from the current monthly income calculated on Form 22A, 22B, or 22C.

Debtor's Marital Status:	DEPENDENTS OF DEBTOR AND SPOUSE	
	RELATIONSHIP(S): None.	AGE(S):
Married		
Employment:	DEBTOR	SPOUSE
Occupation	Real estate management	N/A
Name of Employer	Tiburon Capital Corporation	N/A
How long employed	17 years	N/A
Address of Employer	Tiburon Capital LLC 180 Sansome Street, 11th Floor San Francisco, CA 94104	

1. Monthly gross wages, salary, and commissions (Prorate if not paid monthly)	\$ <u>0.00</u>	\$ <u>0.00</u>
2. Estimate monthly overtime	\$ <u>0.00</u>	\$ <u>0.00</u>

3. SUBTOTAL	\$ 0.00	\$ 0.00
-------------	---------	---------

4. LESS PAYROLL DEDUCTIONS			
a. Payroll taxes and social security		\$ <u>0.00</u>	\$ <u>0.00</u>
b. Insurance		\$ <u>0.00</u>	\$ <u>0.00</u>
c. Union dues		\$ <u>0.00</u>	\$ <u>0.00</u>
d. Other (Specify): _____		\$ <u>0.00</u>	\$ <u>0.00</u>
		\$ <u>0.00</u>	\$ <u>0.00</u>

5. SUBTOTAL OF PAYROLL DEDUCTIONS	\$ <u>0.00</u>	\$ <u>0.00</u>
-----------------------------------	----------------	----------------

6. TOTAL NET MONTHLY TAKE HOME PAY	\$ <u>0.00</u>	\$ <u>0.00</u>
------------------------------------	----------------	----------------

7. Regular income from operation of business or profession or farm (Attach detailed statement)	\$	1,500.00	\$	0.00
--	----	----------	----	------

8. Income from real property (Net of expenses)	\$ 1,104.00	\$ 797.00
--	-------------	-----------

9. Interest and dividends	\$ 208.00	\$ 1,250.00
---------------------------	-----------	-------------

10. Alimony, maintenance or support payments payable to the debtor for the debtor's use or that of dependents listed above	\$ 0.00	\$ 0.00
--	----------------	----------------

11. Social security or government assistance (Specify): Social Security	\$ 1,865.00	\$ 0.00
---	--------------------	----------------

12. Pension or retirement income	\$	0.00	\$	0.00
----------------------------------	----	------	----	------

13. Other monthly income _____

(Specify): _____ \$ **0.00** \$ **0.00**
 \$ **0.00** \$ **0.00**

14. SUBTOTAL OF LINES 7 THROUGH 13	\$ <u>4,677.00</u>	\$ <u>2,047.00</u>
------------------------------------	--------------------	--------------------

15. AVERAGE MONTHLY INCOME (Add amounts shown on lines 6 and 14) \$ 4,677.00 \$ 2,047.00

16. COMBINED AVERAGE MONTHLY INCOME: (Combine column totals from line 15)	\$ <u>6,724.00</u>
---	--------------------

(Report also on Summary of Schedules and, if applicable, on Statistical Summary of Certain Liabilities and Related Data)

17. Describe any increase or decrease in income reasonably anticipated to occur within the year following the filing of this document:

In re John Frederick Dixon

Debtor(s)

Case No. 09-11851**SCHEDULE J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)**

Complete this schedule by estimating the average or projected monthly expenses of the debtor and the debtor's family at time case filed. Prorate any payments made bi-weekly, quarterly, semi-annually, or annually to show monthly rate. The average monthly expenses calculated on this form may differ from the deductions from income allowed on Form 22A or 22C.

☐ Check this box if a joint petition is filed and debtor's spouse maintains a separate household. Complete a separate schedule of expenditures labeled "Spouse."

1. Rent or home mortgage payment (include lot rented for mobile home)	\$	4,930.00
a. Are real estate taxes included? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
b. Is property insurance included? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
2. Utilities:	\$	331.00
a. Electricity and heating fuel	\$	108.00
b. Water and sewer	\$	157.00
c. Telephone	\$	71.00
d. Other <u>Cable TV</u>	\$	354.00
3. Home maintenance (repairs and upkeep)	\$	852.00
4. Food	\$	250.00
5. Clothing	\$	95.00
6. Laundry and dry cleaning	\$	336.00
7. Medical and dental expenses	\$	333.00
8. Transportation (not including car payments)	\$	467.00
9. Recreation, clubs and entertainment, newspapers, magazines, etc.	\$	46.00
10. Charitable contributions	\$	
11. Insurance (not deducted from wages or included in home mortgage payments)	\$	341.00
a. Homeowner's or renter's	\$	0.00
b. Life	\$	1,411.00
c. Health	\$	230.00
d. Auto	\$	85.00
e. Other <u>Personal property insurance</u>	\$	
12. Taxes (not deducted from wages or included in home mortgage payments)	\$	696.00
(Specify) <u>Real and Personal Property Taxes</u>		
13. Installment payments: (In chapter 11, 12, and 13 cases, do not list payments to be included in the plan)		
a. Auto	\$	0.00
b. Other	\$	0.00
c. Other	\$	0.00
14. Alimony, maintenance, and support paid to others	\$	0.00
15. Payments for support of additional dependents not living at your home	\$	0.00
16. Regular expenses from operation of business, profession, or farm (attach detailed statement)	\$	1,139.00
17. Other <u>Miscellaneous expenses [backup can be provided]</u>	\$	1,285.00
Other	\$	0.00
18. AVERAGE MONTHLY EXPENSES (Total lines 1-17. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)	\$	13,517.00
19. Describe any increase or decrease in expenditures reasonably anticipated to occur within the year following the filing of this document:		

20. STATEMENT OF MONTHLY NET INCOME

a. Average monthly income from Line 15 of Schedule I	\$	6,724.00
b. Average monthly expenses from Line 18 above	\$	13,517.00
c. Monthly net income (a. minus b.)	\$	-6,793.00

United States Bankruptcy Court
Northern District of California

In re **John Frederick Dixon**
Debtor(s)

Case No. **09-11851**
Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of
53 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **June 26, 2009**

Signature **/s/ John Frederick Dixon**
John Frederick Dixon
Debtor

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court Northern District of California

In re John Frederick Dixon

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

See Attachment STFA-1

2. Income other than from employment or operation of business

None
☐

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

See Attachment STFA-2

3. Payments to creditors

None
☒

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
---------------------------------	----------------------	-------------	-----------------------

None
☐

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
CitiMortgage P.O. Box 790012 Saint Louis, MO 63179-0012	6/4/09	\$2,061.76	\$173,017.11
Wells Fargo Bank, N.A. P.O. Box 4233 Portland, OR 97208-4233	3/20/2009	\$1,797.59	\$1,000,000.00
Wells Fargo Bank, N.A. P.O. Box 4233 Portland, OR 97208-4233	4/30/2009	\$2,868.49	\$1,000,000.00
Wells Fargo Bank, N.A. P.O. Box 4233 Portland, OR 97208-4233	5/27/2009	\$2,964.11	\$1,000,000.00
JP Morgan Chase Bank, N.A. P.O. Box 24696 Columbus, OH 43224	3/20/2009	\$7,654.32	\$98,660.87
JPMorgan Chase Bank, N.A. P.O. Box 24696 Columbus, OH 43224	3/20/2009	\$9,295.14	\$131,720.14
Chase Bank USA, N.A. Customer Service P.O. Box 15299 Wilmington, DE 19850-5299	5/24/2009	\$169.35	\$0.00
Wells Fargo Bank, N.A. P.O. Box 4233 Portland, OR 97208-4233	6/12/2009	\$2,868.49	\$1,000,000
Chase Bank USA, N.A. Customer Service P.O. Box 15299 Wilmington, DE 19850-5299	6/18/2009	\$7,523.79	\$0.00
Chase Bank USA, N.A. Customer Service P.O. Box 15299 Wilmington, DE 19850-5299	6/16/2009	\$163.24	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Chase Bank USA, N.A. Customer Service P.O. Box 15299 Wilmington, DE 19850-5299	6/16/2009	\$4,059.77	\$0.00

None
☒

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	-----------------	-------------	-----------------------

4. Suits and administrative proceedings, executions, garnishments and attachments

None
☐

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
City of Long Branch v. William R. Dixon, Jr., et al Docket No. MON-L-4604-08	Personal Guaranty	Superior Court of New Jersey	Pending
ORIX Capital Markets LLC, fka ORIX Real Estate Capital Markets LLC v. William R. Dixon, Jr., et al Case No. CIV 086111	Personal Guaranty	Marin County Superior Court	Pending

None
☐

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
ORIX Capital Markets, LLC 1717 Main Street Dallas, TX 75202	3/25/2009	Debtor's Residence 300 Palm Avenue Kentfield, CA \$1,700,000

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
ORIX Capital Markets, LLC Attn: Mr. Chuck Crouch 1717 Main Street Dallas, TX 75201	3/25/2009	Charles Schwab & Co. Debtor's Acct. #2876-4030 \$68,000
ORIX Capital Markets, LLC Attn: Mr. Chuck Crouch 1717 Main Street Dallas, TX 75201	3/25/2009	Charles Schwab & Co. Debtor's IRA Rollover Acct. #2873-2979 \$1,105,000
ORIX Capital Markets, LLC Attn: Mr. Chuck Crouch 1717 Main Street Dallas, TX 75201	3/25/2009	Charles Schwab & Co. John F. Dixon and Mary Beth Dixon Tenants in Common \$40 Acct. #7202-5670
ORIX Capital Markets, LLC Attn: Mr. Chuck Crouch 1717 Main Street Dallas, TX 75201	3/25/2009	Wells Fargo Bank Debtor's Savings Acct. #7503750155 \$56.22
ORIX Capital Markets, LLC Attn: Mr. Chuck Crouch 1717 Main Street Dallas, TX 75201	3/25/2009	Wells Fargo Bank Debtor's Family Venture Acct. #298-5338066 \$1,009.25

5. Repossessions, foreclosures and returns

None
☒

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
---	--	--------------------------------------

6. Assignments and receiverships

None
☒

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	-----------------------	-----------------------------------

None
☒

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
----------------------------------	--	------------------	--------------------------------------

7. GiftsNone
☐

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Trinity Lutheran Church 333 Woodland Avenue San Rafael, CA 94901	None	12/24/2008	\$250 cash
William College Williamstown, MA	None	2/10/2009	\$25 cash

8. LossesNone
☒

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcyNone
☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Wendel, Rosen, Black & Dean LLP 1111 Broadway, 24th Floor Oakland, CA 94607	3/16/2009 - \$20,000 received but portion used for services unrelated to debt counseling	\$7,436.61
Bachecki, Crom & Company, LLP 180 Montgomery Street Suite 2340 San Francisco, CA 94104	5/22/2009	\$10,000
InCharge Education Foundation 2101 Park Center Drive Suite 310 Orlando, FL 32835	5/11/2009	\$30.00
Wendel, Rosen, Black & Dean LLP 1111 Broadway, 24th Floor Oakland, CA 94607	6/8/2009	\$89,000

10. Other transfers

None

☐

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE,
RELATIONSHIP TO DEBTOR

DATE

DESCRIBE PROPERTY TRANSFERRED
AND VALUE RECEIVED

Tiburon Capital Corporation
180 Sansome Street
11th Floor
San Francisco, CA 94104
Affiliate

Various from 6/14/2007

During the 24-month period preceding date of petition Debtor loaned Tiburon Capital Corporation a total of \$1,407,626.33 and received principal repayments of \$958,791.06 (See attached schedule of Loans to Tiburon Capital Corporation - Attachment STFA-10)

Foss Investment Co. Inc.
P.O. Box 1218
Liberal, KS 67905
None

10/1/2008

October 1, 2008 sale of aircraft owned by Debtor since 1994. Gross sales price of \$332,350. Net sales proceeds of \$97,250.58 after payment of secured debt (\$222,399.42) and costs of sale

NCM Management Ltd.
180 Sansome Street
11th Floor
San Francisco, CA 94104
None

3/3/2009

\$100,000 loan to NCM Management, Ltd. on 3/30/09. Loan repaid with interest on 5/20/09.

None

☒

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER
DEVICE

DATE(S) OF
TRANSFER(S)

AMOUNT OF MONEY OR DESCRIPTION AND
VALUE OF PROPERTY OR DEBTOR'S INTEREST
IN PROPERTY

11. Closed financial accounts

None

☐

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION

TYPE OF ACCOUNT, LAST FOUR
DIGITS OF ACCOUNT NUMBER,
AND AMOUNT OF FINAL BALANCE

AMOUNT AND DATE OF SALE
OR CLOSING

WestAmerica Bank
1108 Fifth Avenue
San Rafael, CA 94901

Bank Savings Account, #1261

\$17,493.45
Closed 3/30/2009

Belize Bank International
21 Regent Street
P.O. Box 364
Belize City
BELIZE

Bank Account, #2831

\$17,393.45
Closed 3/23/2009

12. Safe deposit boxesNone
☐

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
Wells Fargo Bank 100 Bon Air Shopping Center Greenbrae, CA 94904	John F. Dixon 851 Irwin Street, Suite 302 San Rafael, CA 94901	See Attachment STFA- 12	

13. SetoffsNone
☒

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

14. Property held for another personNone
☒

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	--------------------------------------	----------------------

15. Prior address of debtorNone
☒

If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former SpousesNone
☐

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME
Mary Beth Dixon

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None
☒

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None
☒

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None
☒

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

18 . Nature, location and name of business

None
☐

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Tiburon Capital Corporation	94-3155547	180 Sansome Street, 11th Floor San Francisco, CA 94104	Real estate and property management	3/25/1992 thru date of bankruptcy filing
Tiburon Capital LLC	94-3319382	180 Sansome Street, 11th Floor San Francisco, CA 94104	Real estate and property management	1/4/1999 thru date of bankruptcy filing
TCC Swan Way, LLC	94-3332717	180 Sansome Street, 11th Floor San Francisco, CA 94104	Real estate and property management	6/15/1999 thru date of bankruptcy filing
TCL Florida Corp.	20-8351707	180 Sansome Street, 11th Floor San Francisco, CA 94104	Real estate and property management	8/1/2006 thru date of bankruptcy filing
TCL New Jersey Corp.	20-0032414	180 Sansome Street, 11th Floor San Francisco, CA 94104	Real estate and property management	2/23/2000 thru date of bankruptcy petition
Tiburon Hospitality Management, LLC	94-3405412	180 Sansome Street, 11th Floor San Francisco, CA 94104	Real estate and property management	7/13/2001 thru 1/1/2006

None
☐

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME
TCC Swan Way, LLCADDRESS
180 Sansome Street, 11th Floor
San Francisco, CA 94104

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statementsNone
☒a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

None
☒b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

None
☒

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

None
☐d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

WestOne Mortgage Corp.
100 Cortona Way
Brentwood, CA 94513

4/1/2009

JP Morgan Chase Bank, N.A.
(formerly Washington Mutual Bank)
123 Mission Street, 5th Floor
San Francisco, CA 94105

3/6/2009

Citizens Community Bank
500 Campus Drive
Morganville, NJ 07751

11/20/2008

Barclays Capital
200 Park Avenue
New York, NY 10106

2/20/2008

ORIX Capital Markets, LLC
1717 Main Street, Suite 900
Dallas, TX 75201

2/5/2008

Park National Bank
801 North Clark Street
Chicago, IL 60610

1/29/2008

Crystal Capital Funding Management LLC
Two International Place, 17th Floor
Boston, MA 02110

11/22/2007

NAME AND ADDRESS
First Republic Bank
Attn: Mr. Brian Plotner
111 Pine Street, 3rd Floor
San Francisco, CA 94104

DATE ISSUED
11/22/2007

Park National Bank
801 North Clark Street
Chicago, IL 60610

11/5/2007

Legacy Bank
Attn: Mr. Julian L. Fruhling, President
15100 N. 78th Way, Suite 101
Scottsdale, AZ 85260

7/23/2007

20. Inventories

None
☒

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
 (Specify cost, market or other basis)

None
☒

b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
 RECORDS

21. Current Partners, Officers, Directors and Shareholders

None
☒

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None
☒

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE
 OF STOCK OWNERSHIP

22. Former partners, officers, directors and shareholders

None
☒

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None
☒

b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS

TITLE

DATE OF TERMINATION

23. Withdrawals from a partnership or distributions by a corporation

None
☒

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS
 OF RECIPIENT,
 RELATIONSHIP TO DEBTOR

DATE AND PURPOSE
 OF WITHDRAWAL

AMOUNT OF MONEY
 OR DESCRIPTION AND
 VALUE OF PROPERTY

24. Tax Consolidation Group.None
☒

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.None
☒

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

Date June 26, 2009

Signature /s/ John Frederick Dixon
John Frederick Dixon
 Debtor

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Attachment STFA-1

Debtor

Year	Amount	Source	Note
2009	\$5,471.70	NCM Management, Ltd. *	Net of \$3,528.30 health insurance premiums paid by employer.
2009	\$9,595.20	851 Irwin Street, Ste 302 subtenants Lewis & Lewis, Heaney and Morling.	Reimbursement of office rent and expenses by subtenants. [Note: This does not include payments made directly to landlord by subtenants, commencing 04/01/2009.]
2008	\$3,524.88	NCM Management, Ltd.	Net of \$14,475.12 health insurance premiums paid by employer.
2008	\$31,268.23	851 Irwin Street, Ste 302 subtenants Lewis & Lewis, Heaney and Morling.	Reimbursement of office rent and expenses by subtenants.
2008	\$10,670.89	60 E. Sir Francis Drake Blvd, Suite 206 subtenants Lewis & Lewis, Buono, Greenberg and Morling.	Reimbursement of office rent and expenses by subtenants. Moved 4/1/2008 to Irwin Street offices.
2007	\$4,840.80	NCM Management	Net of \$13,159.20 health insurance premiums paid by employer.
2007	\$59,096.60	60 E. Sir Francis Drake Blvd, Suite 206 subtenants Lewis & Lewis, Buono, Greenberg and Morling.	Reimbursement of office rent and expenses by subtenants.

* Note: NCM Management, Ltd. is paymaster for Tiburon Capital Corporation and Tiburon Capital LLC

Attachment STFA-2

Year	Amount	Source	Note
2009	\$2,297	Dividends & Interest Charles Schwab & Co. Acct #2876-4030	
2009	\$280	Dividends & Interest Charles Schwab & Co. Acct #7202-5670	50% of dividends and interest from account owned as 50% tenant in common with spouse.
2009	\$9,364	Social Security	
2009	\$2,320	Cash distributions by: TCC Union Square, LLC	
2009	\$19	Interest Income Bank of America Prima Checking Acct #16918-68344	50% of interest from joint account with spouse
2009	\$4	Interest Income Bank of America Prima Checking Acct #16918-68127	
2009	\$202	Interest Income Bank of America Cash Maximizer Acct #16914-69572	
2009	\$332	Interest Income Bank of America Certificate of Deposit	
2009	\$56	Interest Income Wells Fargo Bank Savings Acct #7503750155	
2009	\$131	Interest Income NCM Management Ltd. Promissory Note	
2009	\$2,457	Gross Rental Income: 745 E. Bogie Dr. Post Falls, ID	50% of rents from 50% tenant in common interest
2009	\$4,650	Gross Rental Income: 2674 W. Tours Dr. Coeur d'Alene, ID	50% of rents from 50% tenant in common interest
2009	\$4,217	Gross Rental Income: 8606 W Woodvine Dr. Hayden, ID	50% of rents from 50% tenant in common interest

Attachment STFA-2

Year	Amount	Source	Note
2009	\$1,425	Gross Rental Income: In-law unit 300 Palm Avenue Kentfield, CA	50% of rents from 50% tenant in common interest
2008	\$10,869	Dividends & Interest Charles Schwab & Co. Acct #2876-4030	
2008	\$4,289	Dividends & Interest Charles Schwab & Co. Acct #7202-5670	50% of dividends and interest from account owned as 50% tenant in common with spouse.
2008	\$84	Dividends & Interest California Investment Trust Group U.S. Treasury Trust Acct #6230007340	50% of dividends and interest from account owned as community property with spouse.
2008	\$636	Interest paid by Tiburon Capital Corp. 180 Sansome St., 11 th Flr. San Francisco, CA 94104	
2008	\$22,840	Social Security	
2008	\$9,281	Cash distributions by: TCC Union Square, LLC	
2008	\$2,081	Cash distributions by: Tiburon Main Gate, LLC	
2008	\$21,503	Cash distributions by: Union Square Associates, L.P.	
2008	\$6,600	Gross Rental Income: 745 E. Bogie Dr. Post Falls, ID	50% of rents from 50% tenant in common interest
2008	\$9,150	Gross Rental Income: 2674 W. Tours Dr. Coeur d'Alene, ID	50% of rents from 50% tenant in common interest
2008	\$7,700	Gross Rental Income: 8606 W Woodvine Dr. Hayden, ID	50% of rents from 50% tenant in common interest
2008	\$3,193	Gross Rental Income: In-law unit 300 Palm Avenue Kentfield, CA	50% of rents from 50% tenant in common interest
2008	\$81,435	Sale of 966 shares of Caterpillar Inc.	Gross proceeds from sale of stock

Attachment STFA-2

Year	Amount	Source	Note
2008	\$15,531	Sale of 210 shares of Costco Wholesale Corp.	Gross proceeds from sale of stock
2008	\$97,250.58	Sale of 1986 Piper Malibu aircraft	Sale of aircraft owned by Debtor since 1994. Gross sales price of \$332,350. Net sales proceeds of \$97,250.58 after payment of secured debt (\$222,399.42) and costs of sale.
2007	\$35,909	Dividends & Interest Charles Schwab & Co. Acct #2876-4030	
2007	\$285	Dividends & Interest California Investment Trust Group U.S. Treasury Trust Acct #6230007340	50% of dividends and interest from account owned as community property with spouse.
2007	\$29,310	Interest paid by Tiburon Capital Corp. 180 Sansome St., 11 th Flr. San Francisco, CA 94104	
2007	\$9,281	Cash distributions by: TCC Union Square, LLC	
2007	\$3,482	Cash distributions by: Tiburon Main Gate, LLC	
2007	\$258,750	Cash distributions by: Union Square Associates, L.P.	
2007	\$1,223	Cash distributions by: TCC Note Partners IV, L.P.	
2007	\$6,663	Gross Rental Income: 745 E. Bogie Dr. Post Falls, ID	50% of rents from 50% tenant in common interest
2007	\$8,784	Gross Rental Income: 2674 W. Tours Dr. Coeur d'Alene, ID	50% of rents from 50% tenant in common interest
2007	\$8,100	Gross Rental Income: 8606 W Woodvine Dr. Hayden, ID	50% of rents from 50% tenant in common interest

Attachment STFA-2

Year	Amount	Source	Note
2007	\$2,368	Gross Rental Income: In-law unit 300 Palm Avenue Kentfield, CA	50% of rents from 50% tenant in common interest

Attachment STFA-10

Loans to Tiburon Capital Corporation
During the 24 month period preceding date of filing

Date	Description	Amount Loaned	Amount Repaid
06/14/07	TCC Bridge Loan	34,000.00	
07/02/07	TCC Bridge Loan	18,800.00	
07/12/07	TCC Bridge Loan		(478,682.99)
07/12/07	TCC Bridge Loan		(60,000.00)
07/17/07	TCC Bridge Loan	255,360.00	
07/27/07	TCC Bridge Loan		(90,108.07)
08/06/07	TCC Bridge Loan	190,400.00	
08/14/07	TCC Bridge Loan	126,000.00	
08/24/07	TCC Bridge Loan		(90,000.00)
08/30/07	TCC Bridge Loan	74,000.00	
10/15/07	TCC Bridge Loan	10,000.00	
10/31/07	TCC Bridge Loan	16,000.00	
11/30/07	TCC Bridge Loan	80,000.00	
12/14/07	TCC Bridge Loan		(240,000.00)
12/28/07	TCC Bridge Loan	12,000.00	
01/31/08	TCC Bridge Loan	12,000.00	
02/29/08	TCC Bridge Loan	28,000.00	
03/31/08	TCC Bridge Loan	12,000.00	
04/30/08	TCC Bridge Loan	12,000.00	
04/30/08	TCC Bridge Loan	3,000.00	
05/05/08	TCC Bridge Loan	7,000.00	
05/29/08	TCC Bridge Loan	115,000.00	
06/09/08	TCC Bridge Loan	25,000.00	
07/31/08	TCC Bridge Loan	20,000.00	
08/29/08	TCC Bridge Loan	32,500.00	
09/26/08	TCC Bridge Loan	10,400.00	
09/30/08	TCC Bridge Loan	12,000.00	
10/08/08	TCC Bridge Loan	23,333.33	
12/23/08	TCC Bridge Loan	33,333.00	
01/14/09	TCC Bridge Loan	17,800.00	
02/02/09	TCC Bridge Loan	17,700.00	
02/19/09	TCC Bridge Loan	30,000.00	
02/27/09	TCC Bridge Loan	40,000.00	
03/04/09	TCC Bridge Loan	100,000.00	
03/13/09	TCC Bridge Loan	40,000.00	
		<u>1,407,626.33</u>	<u>(958,791.06)</u>
			448,835.27

Attachment STFA-12

Name and address of bank or other depository	Names and addresses of those with access to box or depository	Description of contents	Date of transfer or transfer or surrender, if any
[same]	[same]	Original documents with respect to purchase of 300 Palm, Kentfield residence in 1987: 05/06/1987 Agreement between John F. Dixon and Mary Beth Dixon for the Purchase of Residence as tenants in common 05/18/1987 Grant Deed Bank of America Trust to John F. Dixon and Mary Beth Dixon as tenants in common 05/18/1987 Title Policy 03/01/1993 First Amendment of Agreement between John F. Dixon and Mary Beth Dixon for the Purchase of Residence as tenants in common	
[same]	[same]	\$17,943.45 cash withdrawn from West America Bank on or about 03/30/2009, held in box and then deposited into Bank of America Cash Maximizer Acct. #16914-69572 on 05/21/2009	
[same]	[same]	Mary Beth Dixon Durable Power of Attorney for Health Care	
[same]	[same]	John F. Dixon AOPA Insurance certificate – AD& D and legal services	
[same]	[same]	Title to 1993 Toyota Camry wagon owned by John F. and Mary Beth Dixon	
[same]	[same]	Title to 2003 Acura 3.2CL	
[same]	[same]	United of Omaha Life Insurance Policy #BU1225080	

Attachment STFA-12

Debtor

Name and address of bank or other depository	Names and addresses of those with access to box or depository	Description of contents	Date of transfer or transfer or surrender, if any
Wells Fargo Bank 100 Bon Air Shopping Center Greenbrae, CA 94904	John F. Dixon 851 Irwin Street Suite 302 San Rafael, CA 94901	Original \$600,000 promissory note dated 03/06/2003 owed by TCC Swan Way LLC to Ruth B. Dixon.	
[same]	[same]	Original documents with respect to purchase of Greenbrae condominium in 1985: 05/20/1985 Closing Statement 05/29/1985 Grant Deed Radov to John F. Dixon 05/29/1985 Quit Claim Deed Mary Beth Dixon to John F. Dixon 05/29/1985 Title Policy 09./09/1985 Grand Deed 50% interest to Mary Beth Dixon as Tenant in Common	
[same]	[same]	John F. Dixon Birth Certificate	
[same]	[same]	John F. Dixon Record of Military Status 07/01/1966	
[same]	[same]	03/11/2008 Will of John F. Dixon	
[same]	[same]	05/22/1985 Ante-Nuptial Agreement between John F. Dixon and Mary Beth Reich (Dixon)	